

Approved by the Department  
of Financial Institutions  
of the State of Indiana

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Director

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Date

ARTICLES OF EXCHANGE

Effecting the Exchange of All  
Outstanding Shares of Common Stock of

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(Name of the Bank or Corporate Fiduciary)

For Shares of Common Stock of

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(Name of the Holding Company)

In compliance with the requirements of Indiana Code 28-1-7.5, the undersigned corporations, \_\_\_\_\_  
(Name of the Bank or Corporate Fiduciary)

(the "Corporation"), and \_\_\_\_\_  
(Name of the Holding Company)

(the "Holding Company"), desiring to effect a statutory exchange of securities, hereby certify, each with respect to the facts relating to it and the acts of its Board of Directors and shareholders, that:

ARTICLE I

PLAN OF EXCHANGE

The Corporation and the Holding Company have adopted a Plan of Exchange, a true and complete copy of which is set forth in Exhibit A, attached hereto and made a part hereof.

ARTICLE II

THE CORPORATION

The Corporation was incorporated on \_\_\_\_\_  
(Date)  
pursuant to the provisions of \_\_\_\_\_.

ARTICLE III

THE HOLDING COMPANY

The Holding Company was incorporated on \_\_\_\_\_  
(Date)  
pursuant to the provisions of The Indiana General Corporation Act, as amended. The Plan of Exchange \_\_\_\_\_  
(does or does not)  
contain a restatement of  
certain provisions of the Articles of Incorporation of the Holding Company.

The provisions of the Articles of Incorporation of the Holding Company that are restated by the Plan of Exchange are Article (s) \_\_\_\_\_.  
(if not applicable, so state)

The name of the Holding Company \_\_\_\_\_ change  
(will or will not)  
as the result of the Plan of Exchange.

#### ARTICLE IV

##### MANNER OF ADOPTION AND VOTE BY THE CORPORATION

The manner of adoption and vote by which the Plan of Exchange was adopted by the Corporation is as follows:

A. Action by Directors (select appropriate paragraph):

1. The Board of Directors of the Corporation, at a meeting thereof duly called, constituted and held on \_\_\_\_\_  
(Date)

adopted by a majority vote of the members of such Board a resolution approving the Plan of Exchange and directing that it be submitted for approval or rejection to the shareholders of the Corporation entitled to vote in respect thereof at (the annual/a special) meeting of such shareholders to be held on \_\_\_\_\_.  
(Date)

2. By written consent, executed on \_\_\_\_\_,  
(Date)

signed by all the members of the Board of Directors of the Corporation, a resolution was adopted approving the Plan of Exchange and directing that it be submitted to the shareholders of the Corporation entitled to vote in respect thereof at (the annual/a special) meeting of such shareholders to be held on \_\_\_\_\_.  
(Date)

B. Action by Shareholders. The shareholders of the Corporation entitled to vote in respect of Plan of Exchange, at a meeting duly called, constituted and held on \_\_\_\_\_, at which a quorum of such  
 (Date)  
 shareholders were present in person or by proxy, authorized adoption of the Plan of Exchange by the Corporation.

The holders of the following classes of shares were entitled to vote as a Class in respect of the Plan of Exchange:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Plan of Exchange, the number of shares voted in favor of the adoption of the Plan of Exchange, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

C. Compliance with Legal Requirements. The manner of the adoption of the Plan of Exchange, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana Code and the Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE V

MANNER OF ADOPTION AND VOTE  
BY THE HOLDING COMPANY

The manner of adoption and vote by which the Plan of Exchange was adopted by the Holding Company is as follows:

A. THIS SECTION IS TO BE USED ONLY IF THE ARTICLES OF INCORPORATION OF THE HOLDING COMPANY ARE NOT AMENDED BY THE PLAN OF EXCHANGE; OTHERWISE, DELETE SECTION A AND COMPLETE SECTION B.

1. Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the Holding Company, at a meeting duly called, constituted, and held on \_\_\_\_\_, adopted  
(Date)  
by a majority vote of the members of such Board in a resolution approving the Plan of Exchange.

(b) By written consent, executed on \_\_\_\_\_,  
(Date)  
signed by all the members of the Board of Directors of the Holding Company, a resolution was adopted approving the Plan of Exchange.

2. Compliance with Legal Requirements. The manner of the adoption of the Plan of Exchange, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana Code and the Articles of Incorporation and the By-Laws of the Holding Company.

B. THIS SECTION IS TO BE USED ONLY IF THE ARTICLES OF INCORPORATION OF THE HOLDING COMPANY ARE AMENDED BY THE PLAN OF EXCHANGE; OTHERWISE, DELETE SECTION B AND COMPLETE SECTION A.

1. Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the Holding Company, at a meeting duly called, constituted and held on \_\_\_\_\_, adopted by a  
(Date)  
majority vote of the members of such Board a resolution approving the Plan of Exchange and directing that it be submitted for approval or rejection to the shareholders of the Holding Company entitled to vote in respect thereof at (the annual/a special) meeting of such shareholders to be held on \_\_\_\_\_ unless the same was so  
(Date)  
approved prior to such date by unanimous written consent.

(b) By written consent, executed on \_\_\_\_\_,  
(Date)  
signed by all the members of the Board of Directors of the Holding Company, a resolution was adopted approving the Plan of Exchange and directing that it be submitted to the shareholders of the Holding Company entitled to vote in respect thereof at (the annual/a special) meeting of such shareholders to be held on \_\_\_\_\_,  
(Date)  
unless the same was so approved prior to such date by unanimous written consent.

2. Action by Shareholders (select appropriate paragraph):

(a) The shareholders of the Holding Company entitled to vote in respect of the Plan of Exchange, at a meeting thereof duly called, constituted and held

on \_\_\_\_\_, at which a quorum of such shareholders were present  
(Date)

in person or by proxy, authorized adoption of the Plan of Exchange by the Holding Company.

The holders of the following classes of shares were entitled to vote as a class in respect of the Plan of Exchange:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Plan of Exchange, the number of shares voted in favor of the adoption of the Plan of Exchange, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

(b) By written consent, executed on \_\_\_\_\_,  
(Date)

signed by the holders of \_\_\_\_\_ shares of the Holding Company, being all the shares of the Holding Company entitled to vote in respect of the Plan of Exchange, the Shareholders authorized the adoption of the Plan of Exchange by the Holding Company.

3. Compliance with Legal Requirements. The manner of the adoption of the Plan of Exchange, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana Code and the Articles of Incorporation and the By-Laws of the Holding Company.

ARTICLE VI

STATEMENT OF CHANGES MADE WITH RESPECT  
TO AUTHORIZED SHARES OF  
THE HOLDING COMPANY AND THE CORPORATION

(for fee credit computation)

A.	Total number of shares authorized by the Holding Company Upon consummation of the Plan of Exchange.....	_____
B.	Total number of shares authorized by the Holding Company prior to consummation of the Plan of Exchange.....	_____
C.	Net Increase in authorized shares of the Holding Company (subtract B from A).....	_____
D.	Total number of shares authorized by the Corporation prior to Consummation of the Plan of Exchange.....	_____
E.	Total number of shares authorized by the Corporation upon Consummation of the Plan of Exchange.....	_____
F.	Net decrease in authorized shares of the Corporation (subtract E From D).....	_____
G.	Net increase in authorized shares of the Holding Company As adjusted for net decrease in authorized shares of the Corporation (subtract F from C).....	_____

ARTICLE VII

APPROVAL BY DEPARTMENT  
OF FINANCIAL INSTITUTIONS

The Department of Financial Institutions of the State of Indiana approved the Plan of Exchange in accordance with the provisions of IC 28-1-7.5 on \_\_\_\_\_.  
(Date)

ARTICLE VIII

EFFECTIVE DATE

The effective date of the exchange of securities effectuated hereby is (the date of the issuance of a Certificate of Exchange by the Secretary of State with respect hereto)  
\_\_\_\_\_  
(Date)

IN WITNESS WHEREOF, the undersigned Corporation and the undersigned Holding Company execute these Articles of Exchange, their respective Presidents or Vice Presidents and their respective Secretaries or Assistant Secretaries or Cashiers or Assistant Cashiers acting for and on behalf of such corporations and such officers affirms and verifies subject to the penalties of perjury the truth of the facts herein stated. Dated this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
(Name of Corporation)

By \_\_\_\_\_  
(Written Signature)

\_\_\_\_\_  
(Printed) President

ATTEST:

\_\_\_\_\_  
(Written Signature)

\_\_\_\_\_  
(Printed) Secretary or Cashier

\_\_\_\_\_  
(Name of Holding Company)

By \_\_\_\_\_  
(Written Signature)

\_\_\_\_\_  
(Printed) President

ATTEST:

\_\_\_\_\_  
(Written Signature)

\_\_\_\_\_  
(Printed) Secretary or Cashier

This instrument was prepared by \_\_\_\_\_,

Attorney at Law, \_\_\_\_\_,

\_\_\_\_\_  
(Business Address)

STATE OF INDIANA            )  
  ) SS:  
COUNTY OF \_\_\_\_\_)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above captioned State, hereby certify that \_\_\_\_\_

\_\_\_\_\_  
(Name and Title)

and \_\_\_\_\_  
(Name and Title)

representing \_\_\_\_\_  
(Corporation)

personally appeared before me; acknowledged their execution of the foregoing Articles of Exchange for and on behalf of such corporation; and swore or attested to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
(Written Signature)

\_\_\_\_\_  
(Printed Name)  
Notary Public

My Notarial Commission Expires:

\_\_\_\_\_  
(Date)

I am a resident of \_\_\_\_\_  
County, Indiana

STATE OF INDIANA            )  
  ) SS:  
COUNTY OF \_\_\_\_\_)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above captioned State, hereby certify that \_\_\_\_\_

\_\_\_\_\_  
(Name and Title)

and \_\_\_\_\_  
(Name and Title)

representing \_\_\_\_\_  
(Holding Company)

personally appeared before me; acknowledged their execution of the foregoing Articles of Exchange for and on behalf of such corporation; and swore or attested to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
(Written Signature)

\_\_\_\_\_  
(Printed Name)  
Notary Public

My Notarial Commission Expires:

\_\_\_\_\_  
(Date)

I am a resident of \_\_\_\_\_  
County, Indiana

INSTRUCTIONS FOR  
ARTICLES OF EXCHANGE

These Articles of Exchange must be executed in quadruplicate and filed with the Department. If approved by the Department, they shall be presented by the Department to the Secretary of State. If approved by that officer, copies will be retained by him and by the Department and two copies, bearing the endorsements of approval, will be returned to the Corporation together with a Certificate of Exchange. One of such copies must then be sent to the appropriate federal agency if applicable. The fourth copy must be filed with the recorder of the county where the principal office of the Corporation is located if the Articles of Exchange reduce authorized shares of the Corporation or contain any other provision that constitutes an amendment to the Corporation's Articles of Incorporation.

Due to the possibility of dissenters' rights, the Department will not approve Articles of Exchange until 30 days has elapsed from the date of the shareholders meeting of the Corporation. However, if the Plan of Exchange is approved by the shareholders of the Corporation without any negative votes, then the Department may approve the Articles of Exchange immediately following such approval by the shareholders without waiting 30 days.